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June 1, 2009

RECORDATION NO. 26730-D FILED

JUN 01 '09 -8 00 AM

SURFACE TRANSPORTATION BOARD

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Amendment to Security Agreement, dated as of May 15, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement previously filed with the Board under Recordation Number 26630-A. The schedule attached to the Amendment is intended to provide, where appropriate, an updated schedule of the current reporting marks and road numbers of certain units of the railroad equipment and any change, where appropriate, in the lessee of such equipment subject to the Security Agreement.

The names and addresses of the parties to the enclosed document are:

Debtor/Assignor: Infinity Rail II, LLC
1355 Peachtree Street
Suite 750 - South Tower
Atlanta, GA 30309

Secured Party/
Assignee: The CIT Group/Equipment Financing, Inc.
30 South Wacker, Suite 3000
Chicago, IL 60606

Anne K. Quinlan, Esquire
June 1, 2009
Page 2

A description of the railroad equipment covered by the enclosed document is:

97 flat cars within the series CP 317002 - CP 317199 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Amendment to Security Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem
Enclosures

JUN 01 '09

-8 0 0 AM

MEMORANDUM OF AMENDMENT TO SECURITY AGREEMENT · SURFACE TRANSPORTATION BOARD

1. A Memorandum of Security Agreement, dated October 18, 2006, between The CIT Group/Equipment Financing, Inc. ("CIT") and Infinity Rail II, LLC, a Georgia limited liability company ("IR") was recorded with the Surface Transportation Board on October 19, 2006 and given recordation number 26630-A (the "Memorandum"). Said Memorandum was filed pursuant to the Security Agreement identified below, whereby IR granted to CIT, as security for certain obligations of IR to CIT, a security interest in all of IR's right, title, and interest in and to certain railroad equipment identified on Schedule 4(a) attached to the Memorandum.

2. "Security Agreement" means the Security Agreement dated as of June 29, 2006, between IR and CIT.

3. The Security Agreement has been updated to provide the current marks and current road numbers for certain items of railroad equipment identified on Schedule I attached hereto.

4. The parties wish to show for the public record the updates to said car marks and road numbers by the filing of this Memorandum of Amendment to Security Agreement. For the avoidance of doubt, the changes to the railroad equipment reflected on Schedule I hereto shall be incorporated by this reference into Schedule 4(a) of the Memorandum.

5. This Memorandum of Amendment to Security Agreement may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

[Execution on next page; remainder of this page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of May 15, 2009.

INFINITY RAIL II, LLC

By Infinity Asset Management, LLC as Manager

By: Jeff E. Edelman

State of Georgia)
) ss:
County of Fulton)

On May 15, 2009, before me personally appeared Jeffrey Edelman, to me personally known, who being by me duly sworn says that he is President of Infinity Asset Management, LLC, Manager of Infinity Rail II, LLC, and that he executed the foregoing instrument on behalf of said limited liability company by authority of its board of managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

Stephanie Cassama
Notary Public
My commission expires:

[NOTARIAL SEAL]
Notary Public, DeKalb County, Georgia
My Commission Expires Aug. 2, 2009

[Execution continued on next page; remainder of this page intentionally left blank]

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: 
Name: Richard Rossi
Title: Senior Director

State of Illinois)
) ss:
County of Cook)

On May 15, 2009, personally appeared before me Richard Rossi, to me personally known, who being by me duly sworn, said that he is a Senior Director of The CIT Group/Equipment Financing, Inc., that such instrument was signed on behalf of such corporation by the authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.


Notary Public
My commission expires:

[NOTARIAL SEAL]



SCHEDULE I

Customer Name	Start Date	Car Type	Original Mark	Original Number	Current Mark	Current Number	AAR Code
Canadian Pacific Rail System	April 1, 2005	Flatcar	CP	317157	CP	317158	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317002	CP	317002	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317006	CP	317006	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317015	CP	317015	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317017	CP	317017	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317018	CP	317018	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317019	CP	317019	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317022	CP	317022	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317024	CP	317024	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317025	CP	317025	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317027	CP	317027	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317029	CP	317029	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317032	CP	317032	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317035	CP	317035	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317039	CP	317039	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317040	CP	317040	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317044	CP	317044	F243
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317045	CP	317045	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317047	CP	317047	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317050	CP	317050	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317051	CP	317051	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317052	CP	317052	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317054	CP	317054	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317056	CP	317056	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317059	CP	317059	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317064	CP	317064	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317065	CP	317065	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317066	CP	317066	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317069	CP	317069	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317070	CP	317070	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317073	CP	317073	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317074	CP	317074	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317075	CP	317075	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317077	CP	317077	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317078	CP	317078	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317079	CP	317079	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317080	CP	317080	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317081	CP	317081	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317084	CP	317084	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317086	CP	317086	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317092	CP	317092	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317096	CP	317096	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317097	CP	317097	F343

Customer Name	Start Date	Car Type	Original Mark	Original Number	Current Mark	Current Number	AAR Code
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317099	CP	317099	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317101	CP	317101	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317103	CP	317103	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317107	CP	317107	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317109	CP	317109	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317110	CP	317110	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317112	CP	317112	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317113	CP	317113	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317114	CP	317114	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317115	CP	317115	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317116	CP	317116	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317117	CP	317117	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317118	CP	317118	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317120	CP	317120	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317124	CP	317124	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317127	CP	317127	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317128	CP	317128	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317129	CP	317129	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317131	CP	317131	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317132	CP	317132	F243
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317133	CP	317133	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317134	CP	317134	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317135	CP	317135	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317141	CP	317141	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317142	CP	317142	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317143	CP	317143	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317144	CP	317144	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317147	CP	317147	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317148	CP	317148	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317149	CP	317149	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317150	CP	317150	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317151	CP	317151	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317152	CP	317152	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317153	CP	317153	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317154	CP	317154	F243
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317155	CP	317155	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317159	CP	317159	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317161	CP	317161	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317162	CP	317162	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317163	CP	317163	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317165	CP	317165	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317168	CP	317168	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317172	CP	317172	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317176	CP	317176	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317179	CP	317179	F343

Customer Name	Start Date	Car Type	Original Mark	Original Number	Current Mark	Current Number	AAR Code
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317180	CP	317180	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317182	CP	317182	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317185	CP	317185	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317188	CP	317188	F243
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317192	CP	317192	F243
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317193	CP	317193	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317194	CP	317194	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317197	CP	317197	F343
Canadian Pacific Rail System	April 1, 2005	Flatcar	CPI	317199	CP	317199	F343

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

6/1/09



Robert W. Alvord